

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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HERBERT FRANCL, Derivatively on
Behalf of RAMBUS INC.,

Plaintiff,

v.

PRICEWATERHOUSECOOPERS LLP,

Defendant,

-and-

RAMBUS INC., a Delaware Corporation,

Nominal Defendant.
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CASE NO. 07-CIV-7650 (GBD)

DECLARATION OF BROOKE GROSSMAN

I, Brooke Grossman, declare under penalty of perjury under the laws of the United States that the foregoing is true and correct:

1. I am an attorney licensed to practice law in the State of New York and an attorney at the law firm of Davis Polk & Wardwell, counsel of record for Defendant PricewaterhouseCoopers LLP ("PwC"). I submit this declaration in support of PwC's motion to transfer this action to the Northern District of California pursuant to 28 U.S.C. § 1404(a). I make this declaration based on personal knowledge and if called and sworn as a witness could and would testify competently thereto.

2. Attached hereto as Exhibit 1 is a true and correct copy of the docket sheet for *In re Rambus Deriv. Litig.*, C-06-3515-JF, currently pending in the Northern District of California.

3. Attached hereto as Exhibit 2 is a true and correct copy of an Order Granting Plaintiffs' Motion to Consolidate Related Cases and Appoint Lead Plaintiff and Lead Counsel, issued by the Honorable Jeremy Fogel in *In re Rambus Deriv. Litig.*, C-06-3515-JF, currently pending in the Northern District of California.

4. Attached hereto as Exhibit 3 is a true and correct copy of the docket sheet for *In re Rambus Inc. Sec. Litig.*, C-06-4346-JF, currently pending in the Northern District of California.

5. Attached hereto as Exhibit 4 is a true and correct copy of the docket sheet for *Kelley et al v. Rambus Inc. et al*, C-07, 01238-JF, currently pending in the Northern District of California.

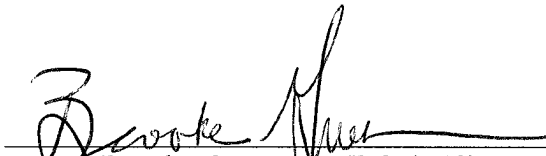
6. Attached hereto as Exhibit 5 is the Report of the Special Litigation Committee of the Board of Directors of Rambus Inc, issued on August 24, 2007.

7. Attached hereto as Exhibit 6 is the Amended Consolidated Shareholder Derivative Complaint filed in *In re Rambus Deriv. Litig.*, C-06-3515-JF, currently pending in the Northern District of California.

8. Attached hereto as Exhibit 7 is the Consolidated Amended Class Action Complaint filed in *In re Rambus Inc. Sec. Litig.*, C-06-4346-JF, currently pending in the Northern District of California.

9. Attached hereto as Exhibit 8 is the Consolidated Pro Se Complaint filed in *Kelley et al v. Rambus Inc. et al*, C-07, 01238-JF, currently pending in the Northern District of California.

DATED: September 25, 2007
New York, New York



Brooke Grossman (BG 4749)
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